

EXHIBIT D

Code of Conduct Acknowledgement

The WestLB AG, New York Branch Manual (Manual 410) and the WestLB Securities Inc. Compliance Manual and WestAM Compliance Manual and Code of Ethics (the "Manuals") set forth policies governing the conduct of WestLB AG, North America ("WestLB") employees, particularly those who deal with customers, and summarize various banking and securities regulations applicable to WestLB activities.

Although the Manuals' scope includes the major regulations affecting WestLB activities as a financial institution, it is not feasible to cover all scenarios under the applicable regulations. Questions concerning matters either summarized or not covered in the Manuals will undoubtedly arise. Since violations of regulatory requirements can have serious adverse consequences, including exposure to disciplinary action and the loss of profit opportunities, an employee uncertain of the regulatory requirements applicable to their responsibilities should consult with their manager, Compliance, Human Resources, and Legal Departments.

The attached Code of Conduct has been approved by the Executive Committee and by the Global Head of Compliance. The Code is intended to provide a general overview of employee conduct, such as use of confidential and proprietary information, ethical considerations and conflicts of interest. The Code does NOT contain details of each relevant policy currently in existence. In many cases, the Code cross references to the relevant policy to which it refers. In view of the importance of the material contained in the Code, every employee must certify as provided below.

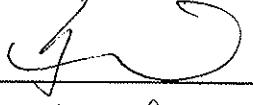
All employees are required to review the Code, execute this Acknowledgement and return it to the Compliance Department.

CERTIFICATION

I acknowledge that, I have received a copy of and read the Code of Conduct, I understand the requirements set forth in the Code and I agree to adhere to them. I understand that my agreement to comply with the Code of Conduct does not constitute a contract of employment.

I have reported all outside activities as required in Code of Conduct.

I have reported to the Compliance Department all personal Securities and Options and Controlled Accounts as required in Section 3.5.2.2 of Manual 410. (For WestAM employees see Code of Ethics)

Signature:  Department: HR
Print Name: Philip Rei Date: 8/22/05

Return to Compliance Department, 23rd Floor, 1211 Avenue of the Americas, New York

Code of Conduct - ARCHIVE

Employee: Philip Fei/NYC/WLB
Document: Code of Conduct
Signed: yes
Signed on: 12/07/2006 10:49 AM
Fulfillment Year: 2006